

AMERICA ONLINE, INC.

22000 AOL Way
Dulles, Virginia 20166-9323

PRIVILEGED AND CONFIDENTIAL

EXTREMELY URGENT-IMMEDIATE RESPONSE REQUESTED

August 28, 1996

VIA TELECOPIER (415) 356-5444 AND OVERNIGHT COURIER

Brewster Kahle
c/o Wide Area Information Servers, Inc.
690 Fifth Street
San Francisco, California 94107

VIA TELECOPIER (415) 493-6811 AND OVERNIGHT COURIER

WS Investment Co. 95A
Allan L. Morgan, Esquire
c/o Wilson, Sonsini, Goodrich & Rosati
650 Page Mill Road
Palo Alto, California 94304-1050

VIA TELECOPIER (415) 493-6811 AND OVERNIGHT COURIER

Allan L. Morgan, Esquire
c/o Wilson, Sonsini, Goodrich & Rosati
650 Page Mill Road
Palo Alto, California 94304-1050

Gentlemen:

This letter is delivered to you as a notice (the "Notice") pursuant to Section 3 of that certain Registration Rights Agreement dated as of May 23, 1995, among America Online, Inc., Brewster Kahle, Allen L. Morgan and WS Investment Co. 95A (the "Agreement"), of the Company's intention to file a Registration Statement on Form S-3 (the "Registration Statement") with the Securities and Exchange Commission ("SEC").

August 28, 1996

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The Company is filing the Registration Statement to register the resale of certain restricted shares of the Company's common stock (the "Common Stock") by a third party. The Registration Statement is not for the purpose of raising funds for the Company in the public markets, and the Company has not engaged any underwriters in connection with the proposed filing of the Registration Statement. Any questions regarding the Registration Statement should be directed to the attention of Eric L. Keller, Esquire, America Online, Inc.; telephone (703) 265-2024; and telecopier (703) 265-2208; or Peter S. Lawrence, Esquire, Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.; telephone (617) 348-1782; and telecopier (617) 542-2241.

To enable the Company to file the Registration Statement as soon as possible, you are being asked, as part of the Participation Notice and Consent referred to below, to waive the 30-day period from the date of Notice during which you are permitted to request inclusion of Registrable Shares in the Registration Statement and consent to Friday, September 6, 1996 (or any later date that the Company, in its discretion, may establish) as the final day on which you may request inclusion of Registrable Shares in the Registration Statement. In this regard, you are requested, whether or not you wish to include shares of Common Stock in the Registration Statement, to complete and return the enclosed Participation Notice and Consent to the Company immediately, but in no event later than Friday, September 6, 1996. Thank you for your prompt attention.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Kenneth J. Novack (M)", is written over a horizontal line.

Kenneth J. Novack
Acting General Counsel

PSL:jrl

cc: America Online, Inc.

Lennert J. Leader, Senior Vice President
Eric L. Keller, Esquire

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

Peter S. Lawrence, Esquire

PARTICIPATION NOTICE AND CONSENT

America Online, Inc.
22000 AOL Way
Dulles, VA 20166-9323

Attention: Kenneth J. Novack, Esq.
Acting General Counsel, America Online, Inc.
c/o Mintz, Levin, Cohn, Ferris,
Glovsky and Popeo, P.C.
One Financial Center
Boston, MA 02116
FAX: (617) 542-2241

Gentlemen:

Reference is made to the Notice (the "Notice") dated August 28, 1996, describing the filing of a registration statement on Form S-3 (the "Registration Statement") with the Securities and Exchange Commission by the Company in connection with the registration of certain unregistered securities for resale by a third party. All capitalized terms used but not otherwise defined herein have the respective meanings ascribed to them in the Notice.

1. *Election to Participate*

CHECK APPLICABLE SPACE BELOW

The undersigned:

(a) elects to have shares of Common Stock included for registration in the Registration Statement (the number being specified in paragraph 2, below)

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(b) elects *not* to have any shares of Common Stock included for registration in the Registration Statement

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2. *Number of Shares.* (TO BE COMPLETED BY HOLDERS CHECKING SPACE 1(a) ABOVE.)

The undersigned hereby requests that the Company include _____ Registrable Shares owned and held by the undersigned for registration in the Registration Statement, subject to the terms, conditions, limitations and restrictions contained in the Agreement (including, without limitation, restrictions on the number of Registrable Shares which the undersigned may include in the Registration Statement).

3. *Consent and Waiver re: Response to Notice.*

Pursuant to the Company's request contained in the Notice, the undersigned hereby irrevocably consents (i) to the earlier of September 6, 1996 or the date hereof (or any later date the Company, in its discretion, may establish), as the final day on which the undersigned shall be permitted to notify the Company of the undersigned's intention to request inclusion of Registrable Shares in the Registration Statement and (ii) in connection therewith, to a waiver of the 30-day period for response to the Notice designated by the Agreement.

Very truly yours,

By: BTK
Title:
Dated: 9/6/96
Brewster Kahle